

**Minutes of the Annual General Meeting
of Master Grocers Australia Limited
ACN 004 063 263
on 25th November 2022 at Leonda, Hawthorn,
commencing at 7.30am.**

1. Welcome and introductions

The President, Debbie Smith, declared the meeting open and noted that a quorum was present. It was noted that the Financial Reports, including the Operating Report, Directors Report and Auditors Reports are available on the MGA website.

2. Attendance

The directors, staff and members of Master Grocers Australia Limited and invited guests were in attendance.
There were no apologies noted.

3. Acceptance of minutes of previous annual general meeting

It was proposed that the minutes of the previous annual general meeting held on 25th November 2021 be accepted.

Moved: Grant Hinchcliffe

Seconded: Lincoln Wymer

The resolution was passed.

4. Approval of the Annual Report including the President's report and CEO report

It was proposed that the Annual report, including the President's report and CEO's report be approved.

Moved: Fred Harrison

Seconded: Chris dos Santos

The resolution was passed.

5. Approval of the Financial reports including the director's report, operating report and auditor's report

It was proposed that the financial reports, including the director's report, operating report and auditor's reports be approved.

Moved: Michael Reddrop

Seconded: Terry Slaughter

The resolution was passed.

6. Election of Directors

The President noted that, in accordance with rule 21 of the Constitution, one-third of the directors must retire from office at each AGM and an election shall be held prior to the AGM to fill the offices to be vacated.

This year there were four nominations for the board, with the three incumbent directors being Debbie Smith, Ross Anile and Jeff Harper being re-elected. The Declaration of Results of the election received from the AEC was posted on the company website.

It was noted that the role of President and Vice President are yet to be determined and the AEC will conduct a ballot in December.

It was proposed that the Declaration of Results received from the Australian Electoral Commission be approved.

Moved: Ripple Parekh
Seconded: Grant Hinchcliffe

The resolution was passed.

7. Approval of the appointment of the new auditor

It was proposed that the appointment of the new auditor, Phillip Elliott of Elliott Assurance Pty Ltd, be approved.

Moved: Jeff Harper
Seconded: Lincoln Wymer

The resolution was passed.

8. Approval of resolution

It was proposed that the board fix the remuneration for the new auditor, Phillip Elliott of Elliott Assurance Pty Ltd, in consultation with him.

Moved: Terry Slaughter
Seconded: Chris dos Santos

The resolution was passed.

9. General Business

There were no items of general business raised.

10. Meeting close

The President declared the meeting closed at 7.50am.